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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

AFFINITY CREDIT UNION,
GREENSTATE CREDIT UNION, and
CONSUMERS CO-OP CREDIT UNION,

Plaintiffs,

v.

APPLE INC., a California corporation,

Defendant.

CASE NO. 4:22-cv-04174-JSW

**DEFENDANT APPLE INC.'S
ANSWER AND DEFENSES TO
AMENDED CLASS ACTION
COMPLAINT**

DEMAND FOR JURY TRIAL

Action Filed: July 18, 2022

Amended: Oct. 28, 2022

Judge: The Honorable Jeffrey S. White

INTRODUCTORY STATEMENT TO APPLE'S ANSWER

Apple Inc. (“Apple”) created Apple Pay as an innovative, seamless, and secure way for consumers to use a digital version of their existing payment cards to make purchases in-store and online with their Apple devices. In response to consumer demand for a mobile payment technology that offered more robust protections for users’ sensitive financial data, Apple spent years designing a payment solution that is easy to use, achieves higher security standards, and offers a higher degree of privacy protection than any other solution. This enhanced security has been a hallmark feature of Apple Pay since its launch in 2014, and its technologies—including Apple’s development of a “tokenization” process that substitutes sensitive data with a non-sensitive “token”—were groundbreaking developments in the security of mobile payments. In addition to these security benefits, Apple Pay is free for consumers and merchants; only card issuers pay a nominal fee for transactions made using Apple Pay. And it costs the same for every card issuer, regardless of the issuer’s size or transaction volume, giving even the smallest issuers (like Plaintiffs here) the ability to offer an easy digital payment option to their customers.

Apple Pay gave consumers a new, secure option to pay, but it is just one of many payment methods that consumers can (and do) use to make payments, merchants can (and do) use to accept payments, and financial institutions can (and do) offer to their consumers. When a consumer decides to make a purchase, that consumer has myriad payment options, including cash, physical credit or debit cards, PayPal, Venmo, Google Pay, Samsung Pay, and Apple Pay. Yet Plaintiffs in this case wrongly claim that Apple Pay is somehow its own monopoly. The fact that Apple Pay is designed and engineered to be the only tap-and-pay method on Apple’s own devices does nothing to insulate Apple Pay from competition with the numerous other digital and physical payment methods that are available in the marketplace. Indeed, as the Court acknowledged, “iOS device consumers *are not required to use Apple Pay*.” Order Granting in Part and Denying in Part Defs.’ Mot. to Dismiss Pls.’ Am. Class Action Compl., ECF No. 64 (“MTD Order”) at 10 (emphasis added). In other words, even on Apple’s own devices, to which Apple Pay is limited, consumers use other payment methods besides Apple Pay to buy goods and services. Against this competitive reality, there is simply no basis to begin to claim that Apple Pay is any sort of monopoly.

Over the last decade, Apple Pay has benefitted consumers, merchants, and issuers by facilitating more transactions with a payment option that is easy, safe, and secure. Apple Pay makes it more convenient for consumers to shop online and in stores, leading to increased transactions. And the number of merchants and issuers accepting Apple Pay grows each year. Apple designed and engineered Apple Pay to be more innovative, seamless, and secure than other payment solutions. These design and engineering decisions, however, do not make Apple Pay a monopolist of its own single-brand market and are therefore not the proper concern of the antitrust laws. Apple looks forward to defending itself against Plaintiffs' baseless claims.

ANSWER TO PLAINTIFFS' AMENDED CLASS ACTION COMPLAINT

Pursuant to Rules 7 and 8 of the Federal Rules of Civil Procedure, Defendant Apple, by and through its undersigned counsel, hereby answers and asserts defenses to the claims and allegations made by Plaintiffs in the Amended Complaint.

RESPONSE TO SPECIFIC ALLEGATIONS

Numbered paragraphs below correspond to the like-numbered paragraphs in the Amended Complaint. For the avoidance of doubt, Apple denies any allegations contained in the Table of Contents, headings, subheadings, illustrations, or footnotes of the Amended Complaint, and specifically denies any liability to Plaintiffs. Pursuant to Rule 8(b) of the Federal Rules of Civil Procedure, moreover, allegations in the Amended Complaint to which no responsive pleading is required shall be deemed to be denied. Apple expressly reserves the right to seek to amend and/or supplement its Answer as may be necessary.¹

I. INTRODUCTION

1. Apple admits that the introduction of iPhone, iPad, Apple Watch, and other smart mobile devices "transformed the way people interact with the world around them." Apple admits that iPhone, iPad, Apple Watch, and other smart mobile devices include features and services such as mobile wallets and digital payment options. Apple admits that more than 90% of U.S.-based retailers accept digital payment methods and other tap-to-pay options at physical point-of-sale.

¹ Answers to each paragraph of the Amended Complaint are made by Apple without waiving, but expressly reserving, all rights Apple may have to seek relief by appropriate motions directed to the allegations in the Amended Complaint.

1 Apple admits that Plaintiffs purport to characterize publicly available materials. Apple states that
 2 the cited materials speak for themselves, and Apple lacks knowledge or information sufficient to
 3 form a belief as to the truth of the allegations from third-party materials and, on that basis, denies
 4 them. Except as expressly admitted, Apple lacks knowledge or information sufficient to form a
 5 belief as to the truth of the remaining allegations in Paragraph 1 and, on that basis, denies them.

6 2. Apple admits that it manufactures mobile devices, including smartphones, tablets,
 7 and smart watches. Except as expressly admitted, the remaining allegations in Paragraph 2 are
 8 legal conclusions and characterizations, and no responsive pleading is required. To the extent any
 9 responsive pleading is required, except as expressly admitted, Apple denies the allegations in
 10 Paragraph 2. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from
 11 Apple Pay.

12 3. Apple admits that Google Pay and Samsung Pay are offered on some non-Apple
 13 mobile devices. Except as expressly admitted, the remaining allegations in Paragraph 3 are legal
 14 conclusions and characterizations, and no responsive pleading is required. To the extent any
 15 responsive pleading is required, except as expressly admitted, Apple lacks knowledge or
 16 information sufficient to form a belief as to the truth of the allegations in Paragraph 3 and, on that
 17 basis, denies them.

18 4. Apple admits that the unique operating systems of iPhone, iPad, and Apple Watch
 19 are iOS, iPadOS, and WatchOS, respectively. Apple further admits that Apple Pay can be used on
 20 Apple devices. Except as expressly admitted, the remaining allegations in Paragraph 4 are legal
 21 conclusions and characterizations, and no responsive pleading is required. To the extent any
 22 responsive pleading is required, Apple denies the remaining allegations in Paragraph 4. Apple
 23 states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

24 5. Apple admits that Plaintiffs purport to characterize an unidentified “report”
 25 regarding Apple Pay fees. Apple denies that it has “barred all competitors from its devices” and
 26 that it “charges payment card issuers fees that no other mobile wallet ventures to impose.” Apple
 27 lacks knowledge or information sufficient to form a belief as to the truth of the allegations from
 28 an unidentified “report” and, on that basis, denies them.

1 6. The allegations in Paragraph 6 are legal conclusions and characterizations, and no
2 responsive pleading is required. To the extent any responsive pleading is required, Apple admits
3 that Plaintiffs purport to characterize an unidentified “report” regarding Apple Pay fees. Apple
4 lacks knowledge or information sufficient to form a belief as to the truth of the allegations from
5 an unidentified “report” and, on that basis, denies them. Except as expressly admitted, Apple
6 denies the remaining allegations in Paragraph 6. Apple states that Apple Pay is not a mobile wallet.
7 Apple Wallet is distinct from Apple Pay.

8 7. Allegations about Apple’s purported market power and alleged restraints are legal
9 conclusions and characterizations, and no responsive pleading is required. To the extent any
10 responsive pleading is required, Apple denies those allegations.

11 8. Apple admits that Apple Pay can be used to make payments online and in apps.
12 Apple admits that its agreements with Plaintiffs cover both physical point-of-sale and e-commerce
13 transactions. The remaining allegations in Paragraph 8 are legal conclusions and characterizations,
14 and no responsive pleading is required. To the extent any responsive pleading is required, except
15 as expressly admitted, Apple denies the allegations in Paragraph 8.

16 9. Apple admits that on May 2, 2022, the European Commission announced its
17 issuance of a Statement of Objections to Apple. The remaining allegations in Paragraph 9 are legal
18 conclusions and characterizations, and no responsive pleading is required. To the extent the
19 allegations in Paragraph 9 are quotations from a press release or characterizations of legal
20 materials, Apple states that those materials speak for themselves, and no responsive pleading is
21 required. To the extent any responsive pleading is required, except as expressly admitted, Apple
22 denies the allegations in Paragraph 9.

23 10. On September 27, 2023, the Court granted Apple’s motion to dismiss in part and
24 dismissed Plaintiffs’ tying claim, *see* MTD Order at 9–11, and no responsive pleading is required.
25 Further, the allegations in Paragraph 10 are legal conclusions and characterizations, and no
26 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
27 the allegations in Paragraph 10. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
28 is distinct from Apple Pay.

1 11. Apple admits that issuer adoption of Apple Pay has grown since its launch. The
2 remaining allegations in Paragraph 11 are legal conclusions and characterizations, and no
3 responsive pleading is required. Apple states that the cited legal materials speak for themselves,
4 and no responsive pleading is required. To the extent any responsive pleading is required, Apple
5 lacks knowledge or information sufficient to form a belief as to the truth of the remaining
6 allegations in Paragraph 11. Except as expressly admitted, Apple denies the allegations in
7 Paragraph 11. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from
8 Apple Pay. Apple states that Apple Pay competes with many other payment methods. At physical
9 points-of-sale, these include “tap-and-pay” payment cards (which also use NFC technology),
10 “chip” or traditional “swipe” payment cards, cash, non-NFC payment methods on Apple and other
11 mobile devices (e.g., QR codes on PayPal), and NFC payment methods on other mobile operating
12 systems (e.g., Google Pay). Apple Wallet—the app where consumers can securely store cards for
13 use with Apple Pay—is the digital equivalent of a physical wallet. For online purchases, which
14 do not use NFC technology, consumers have options like Shop Pay, Amazon Pay, Google Pay,
15 PayPal, credit and debit cards, and countless others.

16 12. Apple admits that Apple Pay is an innovative product which has improved security,
17 privacy, and user experience. The allegations in Paragraph 12 are legal conclusions and
18 characterizations, and no responsive pleading is required. To the extent any responsive pleading
19 is required, Apple denies the allegations in Paragraph 12. Apple states that Apple Pay is not a
20 mobile wallet. Apple Wallet is distinct from Apple Pay.

21 13. Apple admits that Plaintiffs purport to bring this action as a class action pursuant
22 to Federal Rules of Civil Procedure 23(a), (b)(1), (b)(2), and (b)(3) on behalf of the putative class
23 alleged in Paragraph 140. Apple denies that Plaintiffs’ claims are appropriate for class treatment
24 and/or that Plaintiffs are entitled to any relief. The remaining allegations in Paragraph 13 are legal
25 conclusions and characterizations, and no responsive pleading is required. To the extent any
26 responsive pleading is required, Apple lacks knowledge or information sufficient to form a belief
27 as to the truth of the allegations as to Plaintiffs’ intent and otherwise denies the allegations in
28 Paragraph 13.

II. JURISDICTION AND VENUE

14. The allegations in Paragraph 14 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple admits that Plaintiffs purport to plead jurisdiction pursuant to 28 U.S.C. § 1331. Except as expressly admitted, Apple denies the remaining allegations in Paragraph 14.

15. The allegations in Paragraph 15 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple admits that it is headquartered in this District and that Plaintiffs purport to plead personal jurisdiction. Except as expressly admitted, Apple denies the allegations in Paragraph 15.

16. The allegations in Paragraph 16 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple admits that it resides in this District and transacts business in this District. Except as expressly admitted, Apple denies the allegations in Paragraph 16.

III. THE PARTIES

17. Apple admits that Plaintiff Affinity Credit Union issues payment cards and is currently an Apple Pay-participating financial institution. Apple lacks knowledge or information sufficient to form a belief as to the truth of the remaining factual allegations in Paragraph 17. The remaining allegations in Paragraph 17 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, except as expressly admitted, Apple denies the remaining allegations in Paragraph 17.

18. Apple admits that Plaintiff GreenState Credit Union issues payment cards and is currently an Apple Pay-participating financial institution. Apple lacks knowledge or information sufficient to form a belief as to the truth of the remaining factual allegations in Paragraph 18. The remaining allegations in Paragraph 18 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, except as expressly admitted, Apple denies the remaining allegations in Paragraph 18.

19. Apple admits that Plaintiff Consumers Co-Op Credit Union issues payment cards and is currently an Apple Pay-participating financial institution. Apple lacks knowledge or

1 information sufficient to form a belief as to the truth of the remaining factual allegations in
2 Paragraph 19. The remaining allegations in Paragraph 19 are legal conclusions and
3 characterizations, and no responsive pleading is required. To the extent any responsive pleading
4 is required, except as expressly admitted, Apple denies the remaining allegations in Paragraph 19.

5 20. Apple designs, manufactures, and markets smartphones, personal computers,
6 tablets, wearables, and accessories, and sells a variety of related services. Apple admits that it is
7 headquartered in Cupertino, California. The remaining allegations in Paragraph 20 are legal
8 conclusions and characterizations, and no responsive pleading is required. To the extent any
9 responsive pleading is required, except as expressly admitted, Apple denies the remaining
10 allegations in Paragraph 20.

11 **IV. RELEVANT FACTS**

12 21. Apple admits that Apple Pay is available on certain models of iPhone, iPad, and
13 Apple Watch. The remaining allegations in Paragraph 21 are legal conclusions and
14 characterizations, and no responsive pleading is required. Apple states that the cited legal materials
15 speak for themselves, and no responsive pleading is required. To the extent any responsive
16 pleading is required, except to the extent expressly admitted, Apple denies the remaining
17 allegations in Paragraph 21.

18 22. Apple admits that iPhone and other smartphones “transformed the way people
19 interact with the world around them.” Apple admits that iPhone and other smartphones allow
20 people to access the internet and a wide variety of apps—including for navigation, shopping, social
21 media, and weather. Apple admits that iPhone and other smartphones also can function as mobile
22 telephones. The remaining allegations in Paragraph 22 are legal conclusions and characterizations,
23 and no responsive pleading is required. To the extent any responsive pleading is required, Apple
24 admits that Plaintiffs purport to characterize publicly available materials. Apple states that the
25 cited materials speak for themselves, and Apple lacks knowledge or information sufficient to form
26 a belief as to the truth of the allegations from third-party materials and, on that basis, denies them.
27 Apple denies the remaining allegations in Paragraph 22.

28

1 23. The allegations in Paragraph 23 are legal conclusions and characterizations, and no
2 responsive pleading is required. Apple states that the cited legal materials speak for themselves,
3 and no responsive pleading is required. To the extent any responsive pleading is required, Apple
4 denies the allegations in Paragraph 23.

5 24. The allegations in Paragraph 24 are legal conclusions and characterizations, and no
6 responsive pleading is required. To the extent any responsive pleading is required, Apple admits
7 that Plaintiffs purport to characterize publicly available materials. Apple states that the cited
8 materials speak for themselves, and Apple lacks knowledge or information sufficient to form a
9 belief as to the truth of the allegations from third-party materials and, on that basis, denies them.
10 Apple lacks knowledge or information sufficient to form a belief as to the truth of the remaining
11 allegations in Paragraph 24 and, on that basis, denies them.

12 25. Apple admits the first iPhone was released in 2007. The remaining allegations in
13 Paragraph 25 are legal conclusions and characterizations, and no responsive pleading is required.
14 To the extent any responsive pleading is required, Apple admits that Plaintiffs purport to
15 characterize publicly available materials. Apple states that the cited materials speak for
16 themselves, and Apple lacks knowledge or information sufficient to form a belief as to the truth of
17 the allegations from third-party materials and, on that basis, denies them. Except as expressly
18 admitted, Apple denies the remaining allegations in Paragraph 25.

19 26. Apple admits that capital and expertise are required to develop the hardware and
20 certain software for iPhones. The remaining allegations in Paragraph 26 are legal conclusions and
21 characterizations, and no responsive pleading is required. To the extent any responsive pleading
22 is required, Apple admits that Plaintiffs purport to characterize publicly available materials. Apple
23 states that the cited materials speak for themselves, and Apple lacks knowledge or information
24 sufficient to form a belief as to the truth of the allegations from third-party materials and, on that
25 basis, denies them. Except as expressly admitted, Apple denies the remaining allegations in
26 Paragraph 26.

27 27. Apple admits that the first iPad was released in 2010. The remaining allegations in
28 Paragraph 27 are legal conclusions and characterizations, and no responsive pleading is required.

1 To the extent any responsive pleading is required, Apple admits that Plaintiffs purport to
2 characterize publicly available materials. Apple states that the cited materials speak for
3 themselves, and Apple lacks knowledge or information sufficient to form a belief as to the truth of
4 the allegations from third-party materials and, on that basis, denies them. Except as expressly
5 admitted, Apple denies the remaining allegations in Paragraph 27.

6 28. Apple admits that iPhones and iPads are offered in a range of screen sizes. Apple
7 admits that certain apps are only available for smartphones, while certain other apps are only
8 available for tablets. Apple admits that Plaintiffs purport to characterize publicly available
9 materials. Apple states that the cited materials speak for themselves, and Apple lacks knowledge
10 or information sufficient to form a belief as to the truth of the allegations from third-party materials
11 and, on that basis, denies them. Except as expressly admitted, Apple lacks knowledge or
12 information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 28,
13 and on that basis, denies them.

14 29. Apple admits that certain iPad models have cellular connectivity. Apple admits
15 that iPads perform a variety of functions and may be used in combination with other products.
16 Except as expressly admitted, Apple lacks knowledge or information sufficient to form a belief as
17 to the truth of the remaining allegations in Paragraph 29, and on that basis, denies them.

18 30. Apple admits that substantial capital and expertise were required to develop iPad.
19 The remaining allegations in Paragraph 30 are legal conclusions and characterizations, and no
20 responsive pleading is required. To the extent any responsive pleading is required, Apple admits
21 that Plaintiffs purport to characterize publicly available materials. Apple states that the cited
22 materials speak for themselves, and Apple lacks knowledge or information sufficient to form a
23 belief as to the truth of the allegations from third-party materials and, on that basis, denies them.
24 Except as expressly admitted, Apple denies the remaining allegations in Paragraph 30.

25 31. Apple admits that Apple Watches are wearable devices that support apps. Apple
26 admits that certain Apple Watch models include cellular connectivity. The remaining allegations
27 in Paragraph 31 are legal conclusions and characterizations, and no responsive pleading is
28 required. To the extent any responsive pleading is required, Apple admits that Plaintiffs purport

1 to characterize publicly available materials. Apple states that the cited materials speak for
2 themselves, and Apple lacks knowledge or information sufficient to form a belief as to the truth of
3 the allegations from third-party materials and, on that basis, denies them. Except as expressly
4 admitted, Apple denies the remaining allegations in Paragraph 31.

5 32. Apple admits that Apple Watch is wearable and has a variety of features and serves
6 a variety of functions, including health and fitness tracking. Apple admits that Apple Watch
7 supports apps that offer tools such as sleep cycle tracking, blood oxygen level measuring, heart
8 rate monitoring, and connecting the user with emergency services if the user has taken a hard fall.
9 Apple admits that certain models of Apple Watch allow users to text, make calls, and listen to
10 music. Apple admits that Plaintiffs purport to characterize publicly available materials. Apple
11 states that the cited materials speak for themselves, and Apple lacks knowledge or information
12 sufficient to form a belief as to the truth of the allegations from third-party materials and, on that
13 basis, denies them. Except as expressly admitted, Apple lacks knowledge or information sufficient
14 to form a belief as to the truth of the remaining allegations in Paragraph 32, and on that basis,
15 denies them.

16 33. Apple admits that Apple Watch must be paired with an iPhone to use certain
17 features. Apple denies that the user must have an iPhone 8 or later to set up a new Apple Watch.
18 Apple lacks knowledge or information sufficient to form a belief as to the truth of the remaining
19 allegations in Paragraph 33, and on that basis, denies them. Apple denies the remaining allegations
20 in Paragraph 33.

21 34. Apple admits that Apple Watch was released in 2015. Apple admits that Apple
22 Watch ranges in price, depending on the specs, materials, and features chosen. Apple admits that
23 substantial capital and expertise were required to develop Apple Watch. The remaining allegations
24 in Paragraph 34 are legal conclusions and characterizations, and no responsive pleading is
25 required. To the extent any responsive pleading is required, Apple admits that Plaintiffs purport
26 to characterize publicly available materials. Apple states that the cited materials speak for
27 themselves, and Apple lacks knowledge or information sufficient to form a belief as to the truth of
28

the allegations from third-party materials and, on that basis, denies them. Except as expressly admitted, Apple denies the remaining allegations in Paragraph 34.

35. Apple admits that it has made inventive contributions to the field of near-field communication technology generally. Apple admits that Plaintiffs purport to characterize publicly available materials. Apple states that the cited materials speak for themselves, and Apple lacks knowledge or information sufficient to form a belief as to the truth of the allegations from third-party materials and, on that basis, denies them. Apple lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 35, and on that basis, denies them. Except as expressly admitted, Apple denies any remaining allegations in Paragraph 35.

36. Apple admits that NFC's range can span centimeters, whereas RFID's range can span meters. Apple admits that Plaintiffs purport to characterize publicly available materials. Apple states that the cited materials speak for themselves, and Apple lacks knowledge or information sufficient to form a belief as to the truth of the allegations from third-party materials and, on that basis, denies them. Apple lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 36, and on that basis, denies them. Except as expressly admitted, Apple denies any remaining allegations in Paragraph 36.

37. Apple lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 37, and on that basis, denies them.

38. Apple admits that a variety of payment and other cards, IDs, and passes, can be added to Apple Wallet—including credit, debit, prepaid, and transit cards. Apple admits that credit, debit, prepaid, and transit cards can be used through Apple Pay. Apple admits that if a user provisions multiple cards for Apple Pay, they can toggle between provisioned cards and choose a changeable default option. Apple states that the image displayed speaks for itself. Except as expressly admitted, Apple denies the remaining allegations in Paragraph 38.

39. Apple admits that when a user who has provisioned a payment card through Apple Pay on their device brings the device near an NFC terminal compatible with Apple Pay, Apple Wallet automatically opens on the user's device, the user authenticates their identity, and then the

1 user can make a payment through Apple Pay by bringing the device back near the terminal. Except
2 as expressly admitted, Apple denies the remaining allegations in Paragraph 39.

3 40. Apple admits that tokenization is a part of the Apple Pay transaction process. Apple
4 states that the image displayed speaks for itself. Except as expressly admitted, Apple denies the
5 remaining allegations in Paragraph 40.

6 41. Apple admits that the first iPhone was released in 2007. Apple admits that Plaintiffs
7 purport to characterize publicly available materials. Apple states that the cited materials speak for
8 themselves, and Apple lacks knowledge or information sufficient to form a belief as to the truth of
9 the allegations from third-party materials and, on that basis, denies them. Except as expressly
10 admitted, Apple lacks knowledge or information sufficient to form a belief as to the truth of the
11 remaining allegations in Paragraph 41, and on that basis, denies them.

12 42. Apple lacks knowledge or information sufficient to form a belief as to the truth of
13 the allegations in Paragraph 42, and on that basis, denies them.

14 43. Apple admits that Plaintiffs purport to characterize publicly available materials.
15 Apple states that the cited materials speak for themselves, and Apple lacks knowledge or
16 information sufficient to form a belief as to the truth of the allegations from third-party materials
17 and, on that basis, denies them. Apple lacks knowledge or information sufficient to form a belief
18 as to the truth of the remaining allegations in Paragraph 43, and on that basis, denies them.

19 44. Apple admits that Plaintiffs purport to characterize publicly available materials.
20 Apple states that the cited materials speak for themselves, and Apple lacks knowledge or
21 information sufficient to form a belief as to the truth of the allegations from third-party materials
22 and, on that basis, denies them. Apple lacks knowledge or information sufficient to form a belief
23 as to the truth of the remaining allegations in Paragraph 44, and on that basis, denies them.

24 45. Apple denies the allegations in Paragraph 45.

25 46. Apple admits that Apple Pay was released in 2014. Apple also admits that Apple
26 Pay is built into iPhone, iPad and Apple Watch. Apple further admits that Apple Pay is not enabled
27 unless and until a user chooses to provision a payment card through Apple Pay. Apple admits that
28 users agree to supplemental terms and conditions prior to using Apple Pay. Apple admits that

1 Plaintiffs purport to characterize publicly available materials. Apple states that the cited materials
 2 speak for themselves, and Apple lacks knowledge or information sufficient to form a belief as to
 3 the truth of the allegations from third-party materials and, on that basis, denies them. Except as
 4 expressly admitted, Apple denies the remaining allegations in Paragraph 46.

5 47. The allegations in Paragraph 47 are legal conclusions and characterizations, and no
 6 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
 7 the allegations in Paragraph 47. Apple states Apple Pay is not a mobile wallet. Apple Wallet is
 8 distinct from Apple Pay.

9 48. Apple admits that certain Apple devices have NFC controllers. Apple admits that
 10 it typically allows third-party app developers to develop apps for Apple's devices that are
 11 consistent with Apple's safety, security, and privacy standards, and that respect Apple's
 12 intellectual property. Except as expressly admitted, Apple denies the allegations in Paragraph 48.

13 49. Apple admits that it announced the "Tap to Pay on iPhone" feature in February
 14 2022. Apple admits that Plaintiffs purport to characterize publicly available materials. Apple
 15 states that the quoted materials speak for themselves. Except as expressly admitted, Apple denies
 16 the remaining allegations in Paragraph 49.

17 50. Apple admits that any app that will be submitted to the App Store, Custom App
 18 Distribution, or TestFlight, or that will be distributed through Ad Hoc distribution, must be
 19 developed in compliance with Apple's Developer Program License Agreement. Apple admits that
 20 Plaintiffs purport to characterize publicly available materials. Apple states that the quoted
 21 materials speak for themselves. Except as expressly admitted, Apple denies the remaining
 22 allegations in Paragraph 50.

23 51. Apple admits that Apple device owners do not need to use the Wallet App. Apple
 24 admits that Apple device owners do not need to set up or use Apple Pay. The remaining allegations
 25 in Paragraph 51 are legal conclusions and characterizations, and no responsive pleading is
 26 required. Furthermore, on September 27, 2023, the Court granted Apple's motion to dismiss in
 27 part and dismissed Plaintiffs' tying claim, *see* MTD Order at 9–11, and no responsive pleading is
 28 required. To the extent any responsive pleading is required, Apple denies the allegations in

1 Paragraph 51. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from
2 Apple Pay.

3 52. The allegations in Paragraph 52 are legal conclusions and characterizations, and no
4 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
5 the allegations in Paragraph 52.

6 53. The allegations in Paragraph 53 are legal conclusions and characterizations, and no
7 responsive pleading is required. To the extent any responsive pleading is required, Apple admits
8 that Plaintiffs purport to characterize publicly available materials. Apple states that the cited
9 materials speak for themselves, and Apple lacks knowledge or information sufficient to form a
10 belief as to the truth of the allegations from third-party materials, including because Apple does
11 not collect or maintain information about the number of people who use its devices in the ordinary
12 course, and, on that basis, denies them. Apple denies the remaining allegations in Paragraph 53.
13 Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

14 54. The allegations in Paragraph 54 are legal conclusions and characterizations, and no
15 responsive pleading is required. To the extent any responsive pleading is required, Apple admits
16 that Apple Pay has distinct user experience and security advantages. Apple admits that Plaintiffs
17 purport to characterize publicly available materials. Apple states that the quoted materials speak
18 for themselves. Except as expressly admitted, Apple denies the remaining allegations in
19 Paragraph 54.

20 55. Apple admits that Apple Pay has distinct user experience and security advantages.
21 Apple admits that tokenization is part of the Apple Pay transaction process. Apple admits that
22 Plaintiffs purport to characterize publicly available materials. Apple states that the quoted
23 materials speak for themselves. Except as expressly admitted, Apple denies the remaining
24 allegations in Paragraph 55. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is
25 distinct from Apple Pay.

26 56. The allegations in Paragraph 56 are legal conclusions and characterizations, and no
27 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
28

1 the allegations in Paragraph 56. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
2 is distinct from Apple Pay.

3 57. Apple admits that on May 2, 2022, the European Commission announced its
4 issuance of a Statement of Objections to Apple. The remaining allegations in Paragraph 57 are
5 legal conclusions and characterizations, and no responsive pleading is required. To the extent the
6 allegations in Paragraph 57 are quotations from a press release or characterizations of legal
7 materials, Apple states that those materials speak for themselves, and no responsive pleading is
8 required. To the extent any responsive pleading is required, Apple admits that consumers who
9 own Android mobile devices cannot use Apple Pay on their Android devices. Apple admits that
10 Plaintiffs have agreed to pay transaction fees to Apple for each debit and credit card transaction
11 completed for their cards via Apple Pay. Apple admits that Plaintiffs purport to characterize
12 publicly available materials. Apple states that the cited materials speak for themselves. Except as
13 expressly admitted, Apple denies the remaining allegations in Paragraph 57. Apple states that
14 Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

15 58. The allegations in Paragraph 58 are legal conclusions and characterizations, and no
16 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
17 the allegations in Paragraph 58.

18 59. Apple admits that iOS device users can download Google Pay, PayPal, and other
19 mobile payment options from the Apple App Store. The remaining allegations in Paragraph 59
20 are legal conclusions and characterizations, and no responsive pleading is required. To the extent
21 any responsive pleading is required, Apple denies the remaining allegations in Paragraph 59.
22 Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

23 60. The allegations in Paragraph 60 are legal conclusions and characterizations, and no
24 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
25 the allegations in Paragraph 60. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
26 is distinct from Apple Pay.

27 61. Allegations about purported switching costs, anticompetitive restraints, “pass
28 through” of costs, and anticompetitive fees are legal conclusions and characterizations, and no

1 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
2 those allegations.

3 62. The allegations in Paragraph 62 are legal conclusions and characterizations, and no
4 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
5 the allegations in Paragraph 62.

6 63. The allegations in Paragraph 63 are legal conclusions and characterizations, and no
7 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
8 the allegations in Paragraph 63.

9 64. Apple admits that issuer adoption of Apple Pay has grown since its launch. Apple
10 admits that Plaintiffs purport to characterize publicly available materials. Apple states that the
11 cited materials speak for themselves, and Apple lacks knowledge or information sufficient to form
12 a belief as to the truth of the allegations from third-party materials and, on that basis, denies them.
13 Apple lacks knowledge or information sufficient to form a belief as to the truth of the remaining
14 allegations in Paragraph 64, and on that basis, denies them. Except as expressly admitted, Apple
15 denies any remaining allegations in Paragraph 64. Apple states that Apple Pay is not a mobile
16 wallet. Apple Wallet is distinct from Apple Pay.

17 65. The allegations in Paragraph 65 are legal conclusions and characterizations, and no
18 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
19 the allegations in Paragraph 65. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
20 is distinct from Apple Pay.

21 66. Allegations regarding a purported relevant market and alleged price discrimination
22 are legal conclusions and characterizations, and no responsive pleading is required. To the extent
23 any responsive pleading is required, Apple denies those allegations. Apple admits that Plaintiffs
24 purport to characterize publicly available materials. Apple states that the cited materials speak for
25 themselves, and Apple lacks knowledge or information sufficient to form a belief as to the truth of
26 the allegations from third-party materials and, on that basis, denies them. Apple states that the
27 image displayed speaks for itself. Apple lacks knowledge or information sufficient to form a belief
28

1 as to the truth of the allegation about issuers' "interchange fees" and, on that basis, denies it. Apple
2 states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

3 67. Apple admits that contactless payments can be made via contactless payment cards.
4 The remaining allegations in Paragraph 67 are legal conclusions and characterizations, and no
5 responsive pleading is required. To the extent any responsive pleading is required, except as
6 expressly admitted, Apple denies the remaining allegations in Paragraph 67.

7 68. Apple admits that issuer adoption of Apple Pay has grown since its launch. Except
8 as expressly admitted, Apple denies the remaining allegations in Paragraph 68.

9 69. Apple admits that Apple Pay has distinct user experience and security advantages.
10 The remaining allegations in Paragraph 69 are legal conclusions and characterizations, and no
11 responsive pleading is required. To the extent any responsive pleading is required, except as
12 expressly admitted, Apple lacks knowledge or information sufficient to form a belief as to the truth
13 of the remaining allegations in Paragraph 69, and on that basis, denies them.

14 70. Apple admits that QR codes are one option out of many for making mobile
15 payments. The remaining allegations in Paragraph 70 are legal conclusions and characterizations,
16 and no responsive pleading is required. To the extent any responsive pleading is required, except
17 as expressly admitted, Apple denies the remaining allegations in Paragraph 70. Apple states that
18 Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

19 71. Apple denies the allegations in Paragraph 71.

20 72. Apple admits that Apple Pay is currently accepted by more than 90% of U.S.-based
21 merchants. Apple admits that Plaintiffs purport to characterize publicly available materials. Apple
22 states that the cited materials speak for themselves. Except as expressly admitted, Apple lacks
23 knowledge or information sufficient to form a belief as to the truth of the remaining allegations in
24 Paragraph 72, and on that basis, denies them.

25 73. Apple admits that issuer adoption of Apple Pay has grown since its launch. The
26 remaining allegations in Paragraph 73 are legal conclusions and characterizations, and no
27 responsive pleading is required. To the extent any responsive pleading is required, except as
28

1 expressly admitted, Apple lacks knowledge or information sufficient to form a belief as to the truth
2 of the remaining allegations in Paragraph 73, and on that basis, denies them.

3 74. The allegations in Paragraph 74 are legal conclusions and characterizations, and no
4 responsive pleading is required. Apple states that the cited legal materials speak for themselves,
5 and no responsive pleading is required. To the extent any responsive pleading is required, Apple
6 denies the allegations in Paragraph 74. Apple states that Apple Pay is not a mobile wallet. Apple
7 Wallet is distinct from Apple Pay.

8 75. The allegations in Paragraph 75 are legal conclusions and characterizations, and no
9 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
10 the allegations in Paragraph 75. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
11 is distinct from Apple Pay.

12 76. The allegations in Paragraph 76 are legal conclusions and characterizations, and no
13 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
14 the allegations in Paragraph 76. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
15 is distinct from Apple Pay.

16 77. The allegations in Paragraph 77 are legal conclusions and characterizations, and no
17 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
18 the allegations in Paragraph 77. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
19 is distinct from Apple Pay.

20 78. Apple admits that Apple Pay is free for consumers and merchants. The remaining
21 allegations in Paragraph 78 are legal conclusions and characterizations, and no responsive pleading
22 is required. To the extent any responsive pleading is required, Apple admits that Plaintiffs purport
23 to characterize publicly available materials. Apple states that the quoted materials speak for
24 themselves. Except as expressly admitted, Apple denies the remaining allegations in
25 Paragraph 78. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from
26 Apple Pay.

27 79. The allegations in Paragraph 79 are legal conclusions and characterizations, and no
28 responsive pleading is required. To the extent any responsive pleading is required, Apple admits

1 that Plaintiffs purport to characterize publicly available materials. Apple states that the quoted
2 materials speak for themselves, and Apple lacks knowledge or information sufficient to form a
3 belief as to the truth of the allegations as to third-party materials and, on that basis, denies them.
4 Except as expressly admitted, Apple denies any remaining allegations in Paragraph 79.

5 80. Apple admits that its devices are designed to provide a seamless experience. The
6 allegations in Paragraph 80 are legal conclusions and characterizations, and no responsive pleading
7 is required. To the extent any responsive pleading is required, Apple admits that Plaintiffs purport
8 to characterize publicly available materials. Apple states that the quoted materials speak for
9 themselves, and Apple lacks knowledge or information sufficient to form a belief as to the truth of
10 the allegations from third-party materials and, on that basis, denies them. Except as expressly
11 admitted, Apple denies any remaining allegations in Paragraph 80.

12 81. The allegations in Paragraph 81 are legal conclusions and characterizations, and no
13 responsive pleading is required. To the extent any responsive pleading is required, Apple admits
14 that Plaintiffs purport to characterize publicly available materials. Apple states that the quoted
15 materials speak for themselves, and Apple lacks knowledge or information sufficient to form a
16 belief as to the truth of the allegations from third-party materials and, on that basis, denies them.
17 Except as expressly admitted, Apple denies any remaining allegations in Paragraph 81.

18 82. Apple admits that the first iPhone was released in 2007 and the first iPad was
19 released in 2010. The remaining allegations in Paragraph 82 are legal conclusions and
20 characterizations, and no responsive pleading is required. To the extent any responsive pleading
21 is required, Apple admits that Plaintiffs purport to characterize publicly available materials. Apple
22 further states that the cited materials speak for themselves. Except as expressly admitted, Apple
23 denies the remaining allegations in Paragraph 82. Apple states that Apple Pay is not a mobile
24 wallet. Apple Wallet is distinct from Apple Pay.

25 83. The allegations in Paragraph 83 are legal conclusions and characterizations, and no
26 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
27 the allegations in Paragraph 83. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
28 is distinct from Apple Pay.

84. Apple admits that Maps, Music, Mail, and other apps are preinstalled on iPhones. The remaining allegations in Paragraph 84 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple admits that Plaintiffs purport to characterize publicly available materials. Apple states that the cited materials speak for themselves, and Apple lacks knowledge or information sufficient to form a belief as to the truth of the allegations from third-party materials and, on that basis, denies them. Except as expressly admitted, Apple denies the remaining allegations in Paragraph 84. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

85. The allegations in Paragraph 85 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 85. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

86. Apple admits that iOS device users can download Google Pay from the App Store. The remaining allegations in Paragraph 86 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, except as expressly admitted, Apple denies the remaining allegations in Paragraph 86. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

87. Apple denies that it has “no competitors to discipline its pricing.” Apple denies that it “saddles card issuers” with fees.

88. Apple lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 88, and on that basis, denies them. Apple states that the image displayed speaks for itself. Apple denies the remaining allegations in Paragraph 88.

89. Apple admits that Plaintiffs purport to characterize publicly available materials. Apple admits that Plaintiffs further purport to characterize “estimate[s]” from unidentified industry analysts. Apple lacks knowledge or information sufficient to form a belief as to the truth of the allegations from the identified and unidentified third-party materials and, on that basis, denies them. Except as expressly admitted, Apple denies the remaining allegations in Paragraph 89.

1 90. Allegations about Apple’s purported market power are legal conclusions and
 2 characterizations, and no responsive pleading is required. To the extent any responsive pleading
 3 is required, Apple denies those allegations. Apple also denies that its purported transaction fees
 4 impose a substantial tax on issuers.

5 91. Apple denies the allegations in Paragraph 91.

6 92. The allegations in Paragraph 92 are legal conclusions and characterizations, and no
 7 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
 8 the allegations in Paragraph 92.

9 93. Apple admits that Apple Pay can be used to make purchases online. Apple admits
 10 that it has a technology called “In-App Purchase” (“IAP”), which provides a mechanism to deliver
 11 digital content to customers and receive payment for that content, and that IAP allows Apple to
 12 collect a commission and then remit the balance to developers. Apple admits that IAP and Apple
 13 Pay are separate technologies. Apple admits that Plaintiffs purport to characterize publicly
 14 available materials. Apple states that the cited materials speak for themselves, and Apple lacks
 15 knowledge or information sufficient to form a belief as to the truth of the allegations from third-
 16 party materials and, on that basis, denies them. Apple states that the image displayed speaks for
 17 itself. Except as expressly admitted, Apple denies the remaining allegations in Paragraph 93.
 18 Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

19 94. Apple admits that issuers that opt to participate in Apple Pay agree to pay Apple a
 20 fee when their card users use Apple Pay with their provisioned card. Apple lacks knowledge or
 21 information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 94
 22 and, on that basis, denies them.

23 95. The allegations in Paragraph 95 are legal conclusions and characterizations, and no
 24 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
 25 the allegations in Paragraph 95. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
 26 is distinct from Apple Pay.

27 96. The allegations in Paragraph 96 are legal conclusions and characterizations, and no
 28 responsive pleading is required. To the extent any responsive pleading is required, Apple denies

1 the allegations in Paragraph 96. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
2 is distinct from Apple Pay.

3 97. Allegations about purported foreclosure of competitors in a “Tap-and-Pay iOS
4 Mobile Wallets” market are legal conclusions and characterizations, and no responsive pleading
5 is required. To the extent any responsive pleading is required, Apple denies those allegations.
6 Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay. Apple
7 denies that it “charges . . . fees even though payment networks handle virtually all aspects of an
8 Apple Pay transaction.” Apple denies the alleged description of the network verification process.
9 Apple denies that its “role is basically limited to storing account tokens and transmitting them to
10 the merchant through the NFC interface.”

11 98. The allegations in Paragraph 98 are legal conclusions and characterizations, and no
12 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
13 the allegations in Paragraph 98. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
14 is distinct from Apple Pay.

15 99. Apple denies the allegations in Paragraph 99. Apple states that Apple Pay is not a
16 mobile wallet. Apple Wallet is distinct from Apple Pay.

17 100. Apple admits that Plaintiffs purport to characterize publicly available materials.
18 Apple states that the cited materials speak for themselves, and Apple lacks knowledge or
19 information sufficient to form a belief as to the truth of the allegations from third-party materials
20 and, on that basis, denies them. Apple lacks knowledge or information sufficient to form a belief
21 as to the truth of the remaining allegations in Paragraph 100 and, on that basis, denies them.

22 101. Apple lacks knowledge or information sufficient to form a belief as to the truth of
23 the allegations in Paragraph 101 and, on that basis, denies them.

24 102. The allegations in Paragraph 102 are legal conclusions and characterizations, and
25 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
26 the allegations in Paragraph 102. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
27 is distinct from Apple Pay.

28

1 103. Paragraph 103 includes legal conclusions and characterizations, and no responsive
 2 pleading is required. To the extent any responsive pleading is required, Apple denies the
 3 allegations in Paragraph 103. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is
 4 distinct from Apple Pay.

5 104. Paragraph 104 includes legal conclusions and characterizations, and no responsive
 6 pleading is required. To the extent any responsive pleading is required, Apple denies the
 7 allegations in Paragraph 104. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is
 8 distinct from Apple Pay.

9 105. Apple denies the allegations in Paragraph 105.

10 106. Apple admits that it announced the “Tap to Pay on iPhone” feature in February
 11 2022. Apple admits that Plaintiffs purport to characterize publicly available materials. Apple
 12 states that the quoted materials speak for themselves. Except as expressly admitted, Apple denies
 13 the remaining allegations in Paragraph 106.

14 107. Apple admits that tokenization is part of the Apple Pay transaction process. Apple
 15 admits that Apple Pay has distinct security advantages. Apple admits that it does not store users’
 16 card information on their devices or Apple’s servers. Apple admits that Plaintiffs purport to
 17 characterize publicly available materials. Apple states that the quoted materials speak for
 18 themselves. Except as expressly admitted, Apple denies the remaining allegations in
 19 Paragraph 107.

20 108. Apple admits that payment networks, not Apple, issue tokens. Apple lacks
 21 knowledge or information sufficient to form a belief as to the truth of the remaining allegations in
 22 Paragraph 108 and, on that basis, except as expressly admitted, denies them.

23 109. Apple admits that Plaintiffs purport to characterize publicly available materials, but
 24 Apple denies that the publicly available materials show that Apple Pay is less secure than other
 25 payment methods. Apple Pay has distinct security advantages and reduces fraud. Apple states
 26 that the cited materials speak for themselves, and Apple lacks knowledge or information sufficient
 27 to form a belief as to the truth of the allegations from third-party materials and, on that basis, denies
 28 them. Except as expressly admitted, Apple denies the remaining allegations in Paragraph 109.

1 110. Apple admits that Plaintiffs purport to characterize publicly available materials, but
2 Apple denies that the publicly available materials show that Apple Pay is less secure than other
3 payment methods. Apple Pay has distinct security advantages and reduces fraud. Apple also states
4 that the cited materials speak for themselves, and Apple lacks knowledge or information sufficient
5 to form a belief as to the truth of the allegations from third-party materials and, on that basis, denies
6 them. Except as expressly admitted, Apple denies the allegations in Paragraph 110.

7 111. The allegations in Paragraph 111 are legal conclusions and characterizations, and
8 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
9 the allegations in Paragraph 111. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
10 is distinct from Apple Pay.

11 112. Apple admits that the European Commission initiated an investigation in June
12 2020, and announced its issuance of a Statement of Objections to Apple on May 2, 2022. The
13 allegations in Paragraph 112 are legal conclusions and characterizations, and no responsive
14 pleading is required. To the extent the allegations in Paragraph 112 are quotations from a press
15 release or characterizations of legal materials, Apple states that those materials speak for
16 themselves, and no responsive pleading is required. To the extent any responsive pleading is
17 required, except as expressly admitted, Apple denies the allegations in Paragraph 112.

18 113. The allegations in Paragraph 113 are legal conclusions and characterizations, and
19 no responsive pleading is required. To the extent the allegations in Paragraph 113 are quotations
20 and characterizations of legal materials, Apple states that those materials speak for themselves,
21 and no responsive pleading is required. To the extent any responsive pleading is required, Apple
22 denies the allegations in Paragraph 113.

23 114. The allegations in Paragraph 114 are legal conclusions and characterizations, and
24 no responsive pleading is required. To the extent any responsive pleading is required, Apple states
25 that the European Commission's investigatory process speaks for itself.

26 115. The allegations in Paragraph 115 are legal conclusions and characterizations, and
27 no responsive pleading is required. To the extent the allegations in Paragraph 115 are quotations
28 from a press release or characterizations of legal materials, Apple states that those materials speak

1 for themselves, and no responsive pleading is required. To the extent any responsive pleading is
 2 required, Apple denies the allegations in Paragraph 115.

3 116. The allegations in Paragraph 116 are legal conclusions and characterizations, and
 4 no responsive pleading is required. To the extent the allegations in Paragraph 116 are quotations
 5 from a press release or characterizations of legal materials, Apple states that those materials speak
 6 for themselves, and no responsive pleading is required. To the extent any responsive pleading is
 7 required, Apple denies the allegations in Paragraph 116.

8 **V. INTERSTATE TRADE AND COMMERCE**

9 117. Apple denies the allegations in Paragraph 117.

10 **VI. RELEVANT MARKETS**

11 118. The allegations in Paragraph 118 are legal conclusions and characterizations, and
 12 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
 13 the allegations in Paragraph 118.

14 119. Apple admits that iPhone and other smartphones allow people to access the internet
 15 and a wide variety of apps—including for navigation, shopping, social media, games, photos,
 16 news, financial tracking, and weather. Apple admits that iPhone and other smartphones also can
 17 function as mobile telephones. The remaining allegations in Paragraph 119 are legal conclusions
 18 and characterizations, and no responsive pleading is required. To the extent any responsive
 19 pleading is required, Apple denies the allegations in Paragraph 119.

20 120. The allegations in Paragraph 120 are legal conclusions and characterizations, and
 21 no responsive pleading is required. To the extent any responsive pleading is required, Apple lacks
 22 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph
 23 120, and on that basis, denies them. Apple denies the remaining allegations in Paragraph 120.

24 121. Apple admits that the first iPad was released in 2010. The remaining allegations in
 25 Paragraph 121 are legal conclusions and characterizations, and no responsive pleading is required.
 26 To the extent any responsive pleading is required, Apple admits that Plaintiffs purport to
 27 characterize publicly available materials. Apple states that the quoted materials speak for
 28 themselves, and Apple lacks knowledge or information sufficient to form a belief as to the truth of

1 the allegations from third-party materials and, on that basis, denies them. Except as expressly
2 admitted, Apple denies any remaining allegations in Paragraph 121.

3 122. Apple admits that iPhones and iPads are offered in a range of screen sizes. Apple
4 admits that certain iPad models have cellular connectivity. Apple admits that iPads perform a
5 variety of functions and may be used in combination with other products. Apple lacks knowledge
6 or information sufficient to form a belief as to the truth of the allegations regarding tablets
7 generally, and on that basis, denies them. Apple denies the remaining allegations in
8 Paragraph 122.

9 123. Apple admits that Apple Watch has a variety of features and serves a variety of
10 functions—including health and fitness tracking. The remaining allegations in Paragraph 123 are
11 legal conclusions and characterizations, and no responsive pleading is required. To the extent any
12 responsive pleading is required, Apple lacks knowledge or information sufficient to form a belief
13 as to the truth of the allegations in Paragraph 123. Except as expressly admitted, Apple denies the
14 remaining allegations in Paragraph 123.

15 124. Apple admits that Apple Watch must be paired with an iPhone to use certain
16 features. The remaining allegations in Paragraph 124 are legal conclusions and characterizations,
17 and no responsive pleading is required. To the extent any responsive pleading is required, Apple
18 lacks knowledge or information sufficient to form a belief as to the truth of the allegations in
19 Paragraph 124. Apple denies any remaining allegations in Paragraph 124.

20 125. The allegations in Paragraph 125 are legal conclusions and characterizations, and
21 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
22 the allegations in Paragraph 125. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
23 is distinct from Apple Pay.

24 126. The allegations in Paragraph 126 are legal conclusions and characterizations, and
25 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
26 the allegations in Paragraph 126.

27 127. The allegations in Paragraph 127 are legal conclusions and characterizations, and
28 no responsive pleading is required. To the extent any responsive pleading is required, Apple

1 admits that issuer adoption of Apple Pay has grown since its launch. Except as expressly admitted,
 2 Apple denies the remaining allegations in Paragraph 127. Apple states that Apple Pay is not a
 3 mobile wallet. Apple Wallet is distinct from Apple Pay.

4 128. Apple denies the allegations in Paragraph 128.

5 129. The allegations in Paragraph 129 are legal conclusions and characterizations, and
 6 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
 7 the allegations in Paragraph 129. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
 8 is distinct from Apple Pay.

9 130. The allegations in Paragraph 130 are legal conclusions and characterizations, and
 10 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
 11 the allegations in Paragraph 130.

12 **VII. STANDING AND ANTITRUST INJURY**

13 131. Apple admits that it has contracts with Plaintiffs governing their participation in the
 14 Apple Pay program. Apple denies that Plaintiffs “agree to directly purchase from Apple Tap-and-
 15 Pay iOS Mobile Wallet services.” Apple denies that it “prevent[s] other mobile wallet app
 16 developers from offering Tap-and-Pay iOS Mobile Wallet services to Apple iOS device owners.”
 17 Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.
 18 Allegations regarding allegedly “supracompetitive” prices and fees, and the purported result if
 19 Apple attempted to charge such fees in certain situations, are legal conclusions and
 20 characterizations, and no responsive pleading is required. To the extent any responsive pleading
 21 is required, Apple denies those allegations.

22 132. Apple denies the allegations in Paragraph 132. Apple states that Apple Pay is not
 23 a mobile wallet. Apple Wallet is distinct from Apple Pay.

24 133. The allegations in Paragraph 133 are legal conclusions and characterizations, and
 25 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
 26 the allegations in Paragraph 133. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
 27 is distinct from Apple Pay.
 28

135. The allegations in Paragraph 135 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 135. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

136. The allegations in Paragraph 136 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 136. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

137. The allegations in Paragraph 137 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 137. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

138. The allegations in Paragraph 138 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 138.

139. The allegations in Paragraph 139 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple admits that Plaintiffs purport to assert a class action pursuant to Fed. R. Civ. P. 23(b)(1), (2), and (3). Apple denies that Plaintiffs' claims are appropriate for class treatment and/or that Plaintiffs are entitled to any relief. Except as expressly admitted, Apple denies the remaining allegations in Paragraph 139.

140. The allegations in Paragraph 140 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple

1 admits that Plaintiffs purport to bring an action on their own behalf and behalf of an alleged class.
2 Apple denies that Plaintiffs' claims are appropriate for class treatment and/or that Plaintiffs are
3 entitled to any relief. Except as expressly admitted, Apple denies the remaining allegations in
4 Paragraph 140.

5 141. The allegations in Paragraph 141 are legal conclusions and characterizations, and
6 no responsive pleading is required. To the extent any responsive pleading is required, Apple
7 admits that Plaintiffs purport to define certain terms in the alleged class definition. Except as
8 expressly admitted, Apple denies the allegations in Paragraph 141.

9 142. The allegations in Paragraph 142 are legal conclusions and characterizations, and
10 no responsive pleading is required. To the extent any responsive pleading is required, Apple
11 admits that Plaintiffs purport to exclude certain individuals from the alleged class. Apple denies
12 that Plaintiffs' claims are appropriate for class treatment and/or that Plaintiffs are entitled to any
13 relief. Except to the extent expressly admitted, Apple denies the remaining allegations in
14 Paragraph 142.

15 143. The allegations in Paragraph 143 are legal conclusions and characterizations, and
16 no responsive pleading is required. To the extent any responsive pleading is required, Apple
17 admits that Plaintiffs purport to characterize publicly available materials. Apple states that the
18 cited materials speak for themselves. Except as expressly admitted, Apple denies the remaining
19 allegations in Paragraph 143.

20 144. The allegations in Paragraph 144 are legal conclusions and characterizations, and
21 no responsive pleading is required. With respect to Paragraph 144.a., on September 27, 2023, the
22 Court granted Apple's motion to dismiss in part and dismissed Plaintiffs' tying claim, *see* MTD
23 Order at 9–11, and no responsive pleading is required. To the extent any responsive pleading is
24 required, Apple denies the allegations in Paragraph 144 and its subparts.

25 145. The allegations in Paragraph 145 are legal conclusions and characterizations, and
26 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
27 the allegations in Paragraph 145.
28

146. The allegations in Paragraph 146 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 146.

147. The allegations in Paragraph 147 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 147.

148. The allegations in Paragraph 148 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 148.

149. The allegations in Paragraph 149 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 149.

IX. CLAIMS FOR RELIEF

FIRST CAUSE OF ACTION

Violation of the Sherman Act – Tying the Tap-and-Pay iOS Mobile Wallets Market to iOS Mobile Device Markets (15 U.S.C. §§ 1, 3)

150. Apple reasserts and hereby incorporates by reference its responses to each Paragraph of Plaintiffs' Amended Complaint, as though fully set forth herein.

151. On September 27, 2023, the Court granted Apple's motion to dismiss in part and dismissed Plaintiffs' tying claim, *see* MTD Order at 9–11, and no responsive pleading is required. Furthermore, the allegations in Paragraph 151 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 151.

152. On September 27, 2023, the Court granted Apple's motion to dismiss in part and dismissed Plaintiffs' tying claim, *see* MTD Order at 9–11, and no responsive pleading is required. Furthermore, the allegations in Paragraph 152 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies

1 the allegations in Paragraph 152. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
2 is distinct from Apple Pay.

3 153. On September 27, 2023, the Court granted Apple's motion to dismiss in part and
4 dismissed Plaintiffs' tying claim, *see* MTD Order at 9–11, and no responsive pleading is required.
5 Furthermore, the allegations in Paragraph 153 are legal conclusions and characterizations, and no
6 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
7 the allegations in Paragraph 153.

8 154. On September 27, 2023, the Court granted Apple's motion to dismiss in part and
9 dismissed Plaintiffs' tying claim, *see* MTD Order at 9–11, and no responsive pleading is required.
10 Furthermore, the allegations in Paragraph 154 are legal conclusions and characterizations, and no
11 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
12 the allegations in Paragraph 154.

13 155. On September 27, 2023, the Court granted Apple's motion to dismiss in part and
14 dismissed Plaintiffs' tying claim, *see* MTD Order at 9–11, and no responsive pleading is required.
15 Furthermore, the allegations in Paragraph 155 are legal conclusions and characterizations, and no
16 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
17 the allegations in Paragraph 155. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
18 is distinct from Apple Pay.

19 156. On September 27, 2023, the Court granted Apple's motion to dismiss in part and
20 dismissed Plaintiffs' tying claim, *see* MTD Order at 9–11, and no responsive pleading is required.
21 Furthermore, the allegations in Paragraph 156 are legal conclusions and characterizations, and no
22 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
23 the allegations in Paragraph 156.

24 157. On September 27, 2023, the Court granted Apple's motion to dismiss in part and
25 dismissed Plaintiffs' tying claim, *see* MTD Order at 9–11, and no responsive pleading is required.
26 Furthermore, the allegations in Paragraph 157 are legal conclusions and characterizations, and no
27 responsive pleading is required. To the extent any responsive pleading is required, Apple denies
28 the allegations in Paragraph 157.

160. On September 27, 2023, the Court granted Apple’s motion to dismiss in part and dismissed Plaintiffs’ tying claim, *see* MTD Order at 9–11, and no responsive pleading is required. Furthermore, the allegations in Paragraph 160 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 160.

**Violation of the Sherman Act – Monopolization of Tap-and-Pay iOS Mobile Wallet Market
(15 U.S.C. § 2)**

162. The allegations in Paragraph 162 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 162. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

28

1 the allegations in Paragraph 163. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
2 is distinct from Apple Pay.

3 164. The allegations in Paragraph 164 are legal conclusions and characterizations, and
4 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
5 the allegations in Paragraph 164. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
6 is distinct from Apple Pay.

7 165. The allegations in Paragraph 165 are legal conclusions and characterizations, and
8 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
9 the allegations in Paragraph 165. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
10 is distinct from Apple Pay.

11 166. The allegations in Paragraph 166 are legal conclusions and characterizations, and
12 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
13 the allegations in Paragraph 166. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
14 is distinct from Apple Pay.

15 167. The allegations in Paragraph 167 are legal conclusions and characterizations, and
16 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
17 the allegations in Paragraph 167. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
18 is distinct from Apple Pay.

19 168. The allegations in Paragraph 168 are legal conclusions and characterizations, and
20 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
21 the allegations in Paragraph 168. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
22 is distinct from Apple Pay.

23 169. The allegations in Paragraph 169 are legal conclusions and characterizations, and
24 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
25 the allegations in Paragraph 169.

26 170. The allegations in Paragraph 170 are legal conclusions and characterizations, and
27 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
28 the allegations in Paragraph 170.

171. The allegations in Paragraph 171 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 171.

THIRD CAUSE OF ACTION

Violation of the Sherman Act – Attempted Monopolization of Tap-and-Pay iOS Mobile Wallet Market (15 U.S.C. § 2)

172. Apple reasserts and hereby incorporates by reference its responses to each Paragraph of Plaintiffs' Amended Complaint, as though fully set forth herein.

173. The allegations in Paragraph 173 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 173. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

174. The allegations in Paragraph 174 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 174.

175. The allegations in Paragraph 175 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 175.

176. The allegations in Paragraph 176 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 176. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

177. The allegations in Paragraph 177 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies the allegations in Paragraph 177. Apple states that Apple Pay is not a mobile wallet. Apple Wallet is distinct from Apple Pay.

178. The allegations in Paragraph 178 are legal conclusions and characterizations, and no responsive pleading is required. To the extent any responsive pleading is required, Apple denies

1 the allegations in Paragraph 178. Apple states that Apple Pay is not a mobile wallet. Apple Wallet
2 is distinct from Apple Pay.

3 179. The allegations in Paragraph 179 are legal conclusions and characterizations, and
4 no responsive pleading is required. To the extent any responsive pleading is required, Apple denies
5 the allegations in Paragraph 179.

6 180. The allegations in Paragraph 180 are legal conclusions and characterizations, and
7 no responsive pleading is required. To the extent any responsive pleading is required, Apple
8 denies the allegations in Paragraph 180.

9 181. The allegations in Paragraph 181 are legal conclusions and characterizations, and
10 no responsive pleading is required. To the extent any responsive pleading is required, Apple
11 denies the allegations in Paragraph 181.

12
13 The remainder of the Amended Complaint consists of Plaintiffs' prayer for relief to which
14 no response is required. To the extent a response is required, Apple denies that Plaintiffs are
15 entitled to the relief sought in the Amended Complaint or to any relief whatsoever.

16 **APPLE'S DEFENSES**

17 Pursuant to Federal Rule of Civil Procedure 8(c), Apple, without waiver, limitation, or
18 prejudice, and without conceding that it bears the burden of proof or production, hereby asserts
19 the following defenses:

20 **First Defense**

21 **(Failure to State a Cause of Action)**

22 The Amended Complaint and the purported causes of action contained therein fail, in
23 whole or in part, to state a claim for which relief can be granted. The Court already dismissed
24 Plaintiffs' First Cause of Action for failing to state a claim for which relief can be granted. *See*
25 MTD Order at 9–11.

Second Defense

(Legitimate Business Justifications)

Apple alleges, without admitting any liability whatsoever, that at all times its conduct was reasonable and that its actions were undertaken in good faith to advance legitimate business interests and had the effect of promoting, encouraging, and increasing competition.

Third Defense

(No Injury or Threatened Injury)

Plaintiffs' claims are barred, in whole or in part, because Plaintiffs have neither sustained nor are threatened by any injury in fact or cognizable antitrust injury proximately caused by an act or omission by Apple.

Fourth Defense

(No Harm to Competition or Consumers)

Plaintiffs' claims are barred, in whole or in part, for failure to allege any plausible harm to competition or consumers.

Fifth Defense

(Release/Prior Settlement)

Plaintiffs' claims have been released and/or are precluded, in whole or in part, by the releases and covenants in the settlement with developers in *Cameron et al. v. Apple Inc.*, Civil Case No. 19-3074 (N.D. Cal.).

Sixth Defense

(Statute of Limitations)

Plaintiffs' claims are barred, in whole or in part, by the statute of limitations applicable to their respective claims.

Seventh Defense

(Causation)

Plaintiffs' claims are barred, in whole or in part, because of a lack of causation, including without limitation because any injuries that may have been suffered were caused solely or

proximately by the intervening and superseding acts and omissions of others over whom Apple has no power, authority, or control, including Plaintiffs themselves.

Eighth Defense

(No Entitlement to Injunctive Relief)

Plaintiffs are not entitled to injunctive relief because any alleged injury to Plaintiffs is not immediate or irreparable, and Plaintiffs have an adequate remedy at law.

Ninth Defense

(Relief Contrary to Public Interest, Inequitable, Impractical, and Unworkable)

The relief sought by Plaintiffs would be contrary to the public interest, harm consumers, and is otherwise inequitable, impractical, and unworkable.

Tenth Defense

(No Legally Cognizable Relevant Product Market)

Plaintiffs' claims are barred, in whole or in part, because the Amended Complaint fails to allege any legally cognizable relevant product market.

Eleventh Defense

(No Market Power)

Apple has never had, and is unlikely to obtain, market power in any properly defined relevant market.

Twelfth Defense

(No Refusal to Deal)

Plaintiffs' claims are barred, in whole or in part, to the extent they are based on Apple's alleged refusal to deal with Plaintiffs on terms and conditions preferred by Plaintiffs, without alleging that Apple terminated a prior, profitable course of dealing with Plaintiffs.

Thirteenth Defense

(Protected Rights – Intellectual Property & Other Statutes)

Plaintiffs' claims are barred, in whole or in part, insofar as they make claims or seek remedies that conflict with Apple's rights under intellectual property law or other statutes.

Fourteenth Defense**(Limitation of Liability)**

Plaintiffs are parties to one or more agreements with Apple that bar their claims, in whole or in part, because of applicable limitation of liability provisions contained therein.

Fifteenth Defense**(Indemnity)**

Plaintiffs are parties to one or more agreements in which they have agreed to indemnify Apple for any claims, losses, liabilities, damages, taxes, expenses, and costs arising from or related to Plaintiffs' claims in the Amended Complaint.

Sixteenth Defense**(Protected Rights – Contract)**

Plaintiffs' claims are barred, in whole or in part, insofar as Plaintiffs make claims or seek remedies that conflict with, are barred by, or are waived by the terms of Plaintiffs' agreements with Apple.

Seventeenth Defense**(Ratification/Agreement/Acquiescence/Consent)**

Plaintiffs' claims are barred, in whole or in part, because of Plaintiffs' ratification, agreement, acquiescence, authorization, or consent to Apple's alleged conduct, by means of entering into one or more agreements to participate in Apple Pay while aware of Apple's alleged conduct.

Eighteenth Defense**(Lack of Standing)**

Plaintiffs' claims are barred, in whole or in part, insofar as Plaintiffs lack standing to assert any or all of the claims alleged in the Amended Complaint.

Nineteenth Defense**(Waiver/Estoppel)**

Plaintiffs' claims are barred, in whole or in part, by the doctrines of waiver and estoppel, including because Plaintiffs consented to Apple's alleged conduct, by means of reviewing and

entering into one or more agreements to participate in Apple Pay while aware of Apple's alleged conduct.

Twentieth Defense

(Improper Class Action)

Plaintiffs' claims, and those of the purported class, are barred in whole or in part, because the action is not properly maintainable as a class action as alleged by Plaintiffs.

Twenty-First Defense

(Uninjured Class Members)

To the extent Plaintiffs and the alleged classes seek relief on behalf of purported class members who have not suffered any injury, the Amended Complaint and each of its claims for relief therein violate Apple's rights to due process under the United States Constitution.

Twenty-Second Defense

(Unjust Enrichment)

The claims of the Plaintiffs and the alleged class are barred in whole or in part to the extent that they seek or would recover damages or other relief that would result in unjust enrichment to Plaintiffs.

Twenty-Third Defense

(Duplicative Recovery)

The claims of the Plaintiffs and the alleged classes are barred in whole or in part to the extent that they seek or would recover damages or other relief that would duplicate in whole or in part damages or relief sought or awarded in this action or in any other action consolidated therewith or related thereto.

Twenty-Fourth Defense

(No Entitlement to Declaratory Relief)

Plaintiffs are not entitled to declaratory relief.

Twenty-Fifth Defense

(Laches)

Plaintiffs' claims are barred, in whole or in part, by the doctrines of laches.

Twenty-Sixth Defense**(No Entitlement to Interest, Attorney's Fees or Costs)**

Plaintiffs are not entitled to interest, attorney's fees, or costs in connection with this action.

Additional Defenses

Apple presently has insufficient knowledge or information to determine whether it may have additional, as-yet-unstated defenses. Apple has not knowingly and intentionally waived any applicable defenses and reserves the right to assert additional defenses as they become known to it through discovery in this matter. Apple reserves the right to amend this Answer to add, delete, or modify defenses based upon legal theories that may be or will be divulged through clarification of Plaintiffs' Amended Complaint, through discovery, or through further legal analysis of Plaintiffs' position in this litigation.

Dated: October 25, 2023

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